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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
**In re** : **Chapter 11 Case No.**  
**MOTORS LIQUIDATION COMPANY, et al.,** : **09-50026 (REG)**  
f/k/a **General Motors Corp., et al.** :  
**Debtors.** : **(Jointly Administered)**  
:  
-----x

**JOINT OBJECTION OF THE DEBTORS, THE UNITED STATES OF AMERICA,  
FREDERICK A. HENDERSON AND KENT KRESA TO (I) MOTION OF RADHA  
R.M. NARUMANCHI TO GIVE ACCESS TO CERTAIN DOCUMENTS FILED  
UNDER SEAL AS WELL AS OTHER DOCKETED DOCUMENTS; AND (II)  
SUPPLEMENTAL MOTION OF RADHA R.M. NARUMANCHI TO GIVE ACCESS  
TO CERTAIN DOCUMENTS FILED UNDER SEAL IN ADDITION TO  
DEPOSITIONS OF CERTAIN INDIVIDUALS ALREADY REQUESTED**

TO THE HONORABLE ROBERT E. GERBER,  
UNITED STATES BANKRUPTCY JUDGE:

1. Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), submit this Objection to the motion [Docket No. 3642] (the “**Initial Motion**”) and supplemental motion [Docket No. 3753] (the “**Supplemental Motion**,” and together with the Initial Motion, the “**Motions**”) filed by Radha R.M. Narumanchi (“**Narumanchi**”) requesting access to certain documents filed under seal in connection with (i) Narumanchi’s appeal of this Court’s order authorizing and approving the sale of assets (the “**Sale**”) to NGMCO, Inc., a U.S. Treasury-sponsored purchaser (the “**Appeal**”), and (ii) the adversary proceeding styled *Radha Raman Murty Narumanchi v. General Motors Corporation, et al.*, Adv. No. 09-00501 (the “**Adversary Proceeding**”). Frederick A. Henderson and Kent Kresa, individual defendants in the Adversary Proceeding, and the United States of America (the “**Government**”) join in this Objection.

2. The Motions seek access to the deposition transcripts of “Harry Parker,”<sup>1</sup> Frederick Henderson, and Michael Raleigh, each of which was filed with this Court under seal,<sup>2</sup> as well as other exhibits that were offered into evidence at the hearing to consider the Sale and that were filed under seal (collectively, the “**Sealed Documents**”).

### **Background Facts**

3. Narumanchi’s assertion that he “was not given any access at all to any of the pre-evidentiary proceedings (that includes participating fully in depositions, discovery and requests for production of records),” Initial Motion at 1 n.1; Supplemental Motion at 1 n.2, is simply false. The Debtors provided full and prompt discovery to *every* party that requested it. *See Affidavit of Irwin H. Warren (“Warren Aff.”)* at ¶ 2. Such discovery included, but was not limited to, the Debtors’ production of over 384,000 pages of responsive, non-privileged documents, as well as making Messrs. Henderson and Raleigh available for depositions, both in their individual capacities and as designees under Fed. R. Civ. P. 30(b)(6). *Id.* The Government likewise provided extensive document discovery and made Mr. Wilson available for deposition pursuant to Rule 30(b)(6). *Id.* The scope and immediate turnaround time of the Debtors’ and Government’s responses to such requests are a matter of record.<sup>3</sup> Furthermore, *pro se* objectors

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<sup>1</sup> The Debtors are not aware of any “Harry Parker” and assume that Narumanchi meant to seek access to the deposition transcript of Harry Wilson.

<sup>2</sup> The Motions also request access to any deposition transcripts of William C. Repko, J. Stephen Worth, and Albert Koch -- but none of these individuals were deposed.

<sup>3</sup> Indeed, at the hearing to consider the Sale, counsel for objectors Callan Campbell, *et al.*, acknowledged and praised the Debtors’ conduct in the discovery process:

[Mr. Jakubowski]: I also would like to thank the lawyers from Weil Gotshal [and] the U.S. Attorneys Office. We have been acting under extreme pressures . . . And in fact your Honor, so within that short time frame, I can say that Weil Gotshal has been fantastic in terms of responding to document requests promptly,

received from the Debtors and the Government the same discovery, courtesies, and responsiveness as any other party. Warren Aff. ¶ 3. Thus, Oliver Addison Parker, who, like movant Narumanchi, is an unsecured bondholder objector *pro se* litigant<sup>4</sup> in these chapter 11 cases, belatedly sought, but nevertheless promptly received, the Debtors' document production; and Mr. Parker participated in both the deposition of Mr. Henderson on June 28, 2009 and the deposition of Mr. Wilson on June 29, 2009, questioning each of these witnesses for over one hour. *Id.* Narumanchi, in contrast, never served any document requests on the Debtors or the Government (or even made an informal request for documents), nor did he seek to attend the depositions of Messrs. Wilson, Henderson, or Raleigh. Warren Aff. ¶ 4.

**Access to Sealed Documents in Connection with the Appeal  
Should Be Conditioned on Narumanchi's Execution of the Agreed Protective Order**

4. The Debtors do not object to giving Narumanchi access to the Sealed Documents for use in connection with his Appeal, *provided* that he executes and agrees to be bound by the Agreed Protective Order Establishing Procedures for the Protection of Confidential Information, dated July 27, 2009 [Docket No. 3399] (the “**Agreed Protective Order**”) in the same manner by which every other person or entity that sought discovery in connection with the Sale agreed. A copy of the Agreed Protective Order is annexed hereto as Exhibit “A.” The Government likewise does not object to giving Narumanchi access to the Sealed Documents, so long as he executes the agreed Confidentiality Order [Docket No. 2434] and Privacy Act Order

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providing thirty-five gig data – document production that had a full Concordance index that was fully OCR-ed that enabled us quickly to get to the heart of the issues and I think that’s why the trial was as speedy as it was and again the same for the U.S. Attorneys’ Office.

Hr’g Tr. July 1, 2009 at 296.

<sup>4</sup> Although Mr. Parker is an attorney licensed in the State of Florida, he is appearing *pro se*.

[Docket No. 2453], both dated June 24, 2009 (the “**Government Confidentiality Orders**”), which govern the confidentiality of certain materials produced by the United States Department of the Treasury. Copies of the Confidentiality Order and the Privacy Act Order are annexed hereto as Exhibits “B” and “C,” respectively.

**Access to Sealed Documents for Use in Connection With the Adversary Proceeding Is Not Appropriate**

5. Narumanchi’s contention that he needs access to the Sealed Documents not only for the Appeal, but also “in order to enable [him] to fully answer the three sets of Motions to Dismiss filed by defendants’ in [his] adversary complaint,” Supplemental Motion ¶ 4.0, demonstrates both his misapprehension of the nature of the Motions to Dismiss (as hereinafter defined), as well as his burden in responding to same. Accordingly, the use to which Narumanchi may put the Sealed Documents should be limited to the Appeal.

6. The Debtors and all of the other defendants named in Narumanchi’s Adversary Proceeding Complaint (the “**Complaint**”) have moved to dismiss the Complaint (on July 16 and 21, 2009), pursuant to Fed. R. Civ. P. 12(b)(6) (as incorporated by Fed. R. Bankr. P. 7012) for failure to state a claim upon which relief can be granted (the “**Motions to Dismiss**”).<sup>5</sup> As such, the Motions to Dismiss were directed to the sufficiency, or more precisely, the insufficiency, of the allegations of the Complaint; but the defendants necessarily were limited to attacking the face of the Complaint. The only material outside of the express allegations of the Complaint upon which the defendants could and permissibly did rely were those documents incorporated into the Complaint by reference or of which the Court could take judicial notice.

*See Tellabs, Inc. v. Makor Issues & Rights, Ltd., 551 U.S. 308, 322 (2007)* (on a motion to

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<sup>5</sup> Narumanchi is incorrect in asserting that “the federal government defendants (five in number),” Initial Motion at 2 n.4; Supplemental Motion at 2 n.3, did not move to dismiss the Complaint. They did. See Adv. Pro. Docket Nos. 15, 16, 17, 18.

dismiss, courts may consider “documents incorporated into the complaint by reference, and matters of which a court may take judicial notice”); *Leonard v. Israel Discount Bank*, 199 F.3d 99, 107 (2d Cir. 1999) (“In adjudicating a Rule 12(b)(6) motion, a district court must confine its consideration to ‘facts stated on the face of the complaint, in documents appended to the complaint or incorporated in the complaint by reference, and to matters of which judicial notice may be taken.’”) (citations omitted).<sup>6</sup>

7. The Sealed Documents sought by Narumanchi in his Motions do not include any documents incorporated into the Complaint by reference or matters of which this Court may take judicial notice. Warren Aff. ¶ 5. Accordingly, Narumanchi is not entitled to the Sealed Documents on the basis that he requires them to respond to the Motions to Dismiss; and he certainly may not utilize the Sealed Documents to respond to the Motions to Dismiss. Any Court order granting Narumanchi access to the Sealed Documents should so provide. A proposed form of order is annexed hereto as Exhibit “D.”

**The Request for “Deferral”**

8. Finally, Narumanchi requests a “deferral (or postponement)” of the date on which he must file his response to the Motions to Dismiss (which he received one month ago from August 21, 2009 until October 30, 2009 and a “scheduled hearing on pre-trial hearing (as well as the [M]otions to [D]ismiss)” on December 2, 2009 or a date suitable to the Court. See Initial Motion at 2 n.4; Supplemental Motion at 2 n.5. The request for a two and a half month extension to respond to the Motions to Dismiss seems unnecessary and perhaps was based

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<sup>6</sup> In addition, the Government submitted a Certification by the then-Acting United States Attorney for the Southern District of New York in support of its argument that Narumanchi’s claims against the federal defendants are barred by the doctrine of sovereign immunity. See Adv. Proc. Docket No. 16. This is the Government’s right, pursuant to 28 U.S.C. § 2679(d) and 28 C.F.R. § 15.4(a), and does not create an opportunity for Narumanchi to use the Sealed Documents -- or any other documents -- in opposition to the Motions to Dismiss.

(incorrectly) on the assumption that Narumanchi could and would be using the Sealed Documents in his opposition to such Motions.

9. The Debtors, however, will agree to: (i) extend the time for Narumanchi to file his response to the Motions to Dismiss to September 30, 2009, thereby giving him an additional five weeks (and almost eleven weeks in total) to respond, so long as the Debtors (and Messrs. Henderson and Kresa, who also are defendants named in the Complaint) may file their reply papers within thirty (30) days of receipt of Narumanchi's opposition; and (ii) adjourn the hearing to consider the Motions to Dismiss to a date in early November 2009 that is agreeable to all parties to the Adversary Proceeding and the Court. Messrs. Henderson and Kresa, the Government and Wilmington Trust Company consent to this schedule, as well, so long as their time to file reply papers is also so extended.

WHEREFORE the Motions should be denied and the Debtors be granted such other and further relief as is just.

Dated: New York, New York  
August 19, 2009

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**Exhibit A**

**Agreed Protective Order Establishing Procedures for the Protection of Confidential  
Information, dated July 27, 2009 [Docket No. 3399]**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** : **Chapter 11**  
**GENERAL MOTORS CORP., et al.** : **Case No. 09-50026 (REG)**  
**Debtors.** :  
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**AGREED PROTECTIVE ORDER ESTABLISHING  
PROCEDURES FOR THE PROTECTION OF CONFIDENTIAL INFORMATION**

The Debtors have produced materials responsive to discovery requests in the above-captioned case. The signatories hereto have agreed that all documents produced by the Debtors will receive confidential treatment as follows:

- (1) When producing confidential information in response to any request for information in connection with the first-day motions or the 363 Motion, the Debtors shall label documents as "Highly Confidential," or in a cover letter or other transmittal document specify that the production (whether in hard copy or electronic format) contains confidential information subject to this Order.
- (2) Unless otherwise agreed by the Debtors, any person or party receiving confidential information shall use such information only for purposes of these chapter 11 cases and shall not disclose such information to any other person or entity other than:
  - a. Outside counsel of record for the respective parties who requested and received the confidential information (including outside counsel's paralegals and clerical assistants);

- b. In-house counsel whose primary purpose is the rendering of legal services for the respective parties, including such counsel's paralegal and clerical assistants;
- c. Any person employed by a party or its outside counsel of record as an independent consulting or testifying expert for purposes of this chapter 11 case (who is not a shareholder, officer, director or employee of a party, any of its affiliates, or of any of its competitors);
- d. Court reporters and stenographers for hearings or depositions;
- e. Clerical or ministerial service providers, such as outside copying or litigation support personnel, retained by the parties or counsel;
- f. Any other person to whom the parties agree in writing.

(3) Before filing or seeking to introduce into evidence any paper containing confidential information as designated by the Debtors, a party shall first identify such confidential information to the Debtors' counsel in sufficient time to allow Debtor's counsel to determine the propriety of disclosure.

(4) If the Debtors' counsel does not consent to public filing or disclosure in open court of the confidential information, then the party shall file any paper containing confidential information under seal or shall submit such confidential information to the Court for *in camera* review.

(5) Any party receiving confidential information may seek relief from the requirements of this Order by notifying Debtors' and requesting a discovery conference with the Court.

(6) If a document is inadvertently disclosed that is privileged or otherwise immune from discovery, the producing party shall promptly, upon discovery of such disclosure, so advise the receiving party in writing, including an identification of the information at issue, and request that the item or items of information be returned, and no party or person shall thereafter assert that such disclosure waived any privilege or immunity. It is further agreed that the receiving party will return such inadvertently produced item or items of information and all copies thereof within five (5) calendar days of receiving a written request for the return of such item or items of information. The party having returned such inadvertently produced item or items of information may thereafter, without asserting waiver because of the inadvertent production, seek production of any such item or items of information in accordance with the Federal Rules of Bankruptcy Procedure and the Federal Rules of Civil Procedure.

(7) Unless the parties agree in writing to the contrary, at the conclusion of these Chapter 11 cases, any originals or reproductions of any documents produced in connection with this Protective Order shall be returned to the producing party or destroyed. However, the attorneys, as defined in Paragraph 2(a) and (b) of this Order, for a party shall be entitled to retain for archival purposes, and on a confidential basis, one copy of all materials which contain or refer to confidential information. Insofar as the provisions of this Order restrict the communication and use of the documents produced hereunder, this Order shall continue to be binding after the conclusion of these chapter 11 proceedings except that a party may seek the written permission of the producing party or further order of the Court with respect to dissolution or modification of this Order.

(8) This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

(9) This Order shall operate as a binding agreement between the Debtors and any party signing this Order in the absence of the Court's approval and signature. The parties agree to submit this Order for entry by the Court and to be bound by its terms while waiting its entry by the Court.

**IT IS SO ORDERED.**

Dated: New York, New York  
July 27, 2009

*s/ Robert E. Gerber*  
United States Bankruptcy Judge

**Exhibit B**

**Confidentiality Order [Docket No. 2434]**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re: ) Chapter 11  
GENERAL MOTORS CORP., *et al.*, ) Case No. 09-50026 (REG)  
Debtors. ) (Jointly Administered)

## **CONFIDENTIALITY ORDER**

Pursuant to the provisions of Federal Rule of Civil Procedure 26 and Rules 7026 and 9018 of the Federal Rules of Bankruptcy Procedure, the Court enters this Confidentiality Order for the purpose of assuring the confidentiality of certain information that may be disclosed by the United States Department of the Treasury (“United States Treasury”) in the course of discovery.

1. As used in this Confidentiality Order, the term “confidential information” includes any information that is disclosed by the United States Treasury in the course of discovery that takes place in the context of the above-captioned chapter 11 proceedings and which at or before the time of disclosure has been designated as “confidential” by the United States Treasury in one or more of the following ways:

(a) Information set forth in an answer to an interrogatory may be so designated by including the words “Subject to Protective Order” in the answer.

(b) Information contained in any document or part thereof may be so designated by marking the words “Subject to Protective Order” on the document or any copy of it delivered to another party or its counsel or by giving written notice to counsel for the other party, describing the document or part thereof either specifically or by category.

(c) Information contained in an answer to any question asked during an oral deposition may be so designated by a statement made on the record during the course of the deposition and on the same day that the answer is given, or upon 20 days receipt of a transcript of the oral deposition.

2. "Confidential information" disclosed to another party or its counsel during the course of discovery proceedings in these chapter 11 cases:

(a) Shall be used by the other party and counsel only for purposes of these chapter 11 cases.

(b) Shall not be published to the public in any form by the other party or counsel, nor used by the other party for any business or commercial purposes.

(c) Shall be disclosed by the other party or its counsel only to the following persons:

(i) The other party or attorneys of record for the other party, including any attorneys employed by a law firm of record that represents the other party;

(ii) Secretarial, clerical and paralegal or student personnel employed full-time or part-time by attorneys or a law firm that represents the other party;

(iii) Independent (non-employee) expert witnesses or advisors retained by the other party in connection with this action;

(iv) Officers and managerial or supervisory personnel of the other party;

(v) Court reporters or stenographers engaged to record deposition testimony, and their employees; and

(vi) Such other persons as hereafter may be authorized by the Court upon motion of either party.

3. A copy of this Confidentiality Order shall be delivered to each party and to each person within categories (iii), (iv) and (vi) of paragraph 2(c) above to whom a disclosure of confidential information is made, at or before the time of disclosure, by the party making the disclosure or by its counsel. The provisions of this Confidentiality Order shall be binding upon each such person to whom disclosure is made.

4. The provisions of this Order shall not be construed as preventing:

- (a) Any disclosure of confidential information by the United States Treasury.
- (b) Any disclosure of confidential information to any judge, magistrate, or employee of this Court for purposes of these chapter 11 cases.
- (c) Any disclosure of confidential information to or by any governmental entity for the purpose of the enforcement of the civil or criminal laws.

5. All information subject to confidential treatment in accordance with the terms of this Confidentiality Order that is filed with the Court, and any pleadings, motions or other papers filed with the Court disclosing any confidential information, shall be filed under seal and kept under seal until further order of the Court. Where possible only the confidential portions of filings with the Court shall be filed under seal.

6. This Confidentiality Order shall not: (a) operate as an admission by any party that any particular discovery material contains or reflects trade secrets, proprietary or commercial information or other confidential matter; (b) prejudice in any way the right of a party to object to the production of documents it considers not subject to discovery; or (c) prejudice in any way the right of a party to seek a Court determination (i) whether particular discovery material should be

produced or (ii) if produced, whether such material should be subject to the terms of this Confidentiality Order; or (d) prejudice in any way the right of a party to apply to the Court for a further protective order relating to any confidential information.

7. Upon the conclusion of this litigation, all confidential information supplied by the United States Treasury and all copies thereof, shall be returned to the United States Treasury or such confidential discovery material shall be certified to have been destroyed.

SO ORDERED this 24th day of June, 2009

*/s/ Robert E. Gerber*  
HON. ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE

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**AGREED TO BY:**

Dated: New York, New York  
June 23, 2009

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Dated: New York, New York  
June 23, 2009

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Dated: New York, New York  
June 23, 2009

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**AGREED TO BY:**

Dated: New York, New York  
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Dated: New York, New York  
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Dated: New York, New York  
June 23, 2009

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**AGREED TO BY:**

Dated: Chicago, Illinois  
June 23, 2009

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Dated: Washington, D.C.  
June 24, 2009

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**AGREED TO BY:**

Dated: New York, New York  
June 23, 2009

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**Exhibit C**

**Privacy Act Order [Docket No. 2453]**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Chapter 11
	)	
GENERAL MOTORS CORP., <i>et al.</i> ,	)	Case No. 09-50026 (REG)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	

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**PRIVACY ACT ORDER**

The United States Department of the Treasury (the "Treasury Department"), having been served with discovery in this Chapter 11 proceeding, and expecting to object to certain discovery on the ground that the Treasury Department is prohibited from such production by the Privacy Act of 1974, 5 U.S.C. § 552a, and it appearing that such disclosure is in the interests of justice and is subject to the Confidentiality Order being entered simultaneously herewith, it is

ORDERED, that:

1. To the extent that the Treasury Department objects to any information or material sought by any interested party during the course of this action on the ground that such production is prohibited by the Privacy Act of 1974, 5 U.S.C. § 552a, the Treasury Department's objections are overruled and the Treasury Department shall produce the requested documents and other information or material. *See* 5 U.S.C. § 552a(b)(11).
2. This Order is without prejudice to any other objections the Treasury Department may have to any party's discovery requests.

SO ORDERED this **24th** day of **June**, 2009

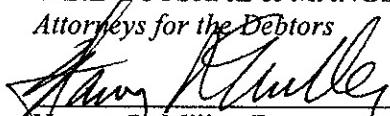
/s/ Robert E. Gerber

HON. ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO BY:

Dated: New York, New York  
\_\_\_\_\_, 2009

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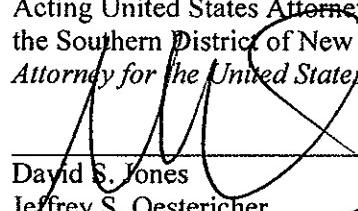
Dated: New York, New York  
\_\_\_\_\_, 2009

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Dated: New York, New York  
June 23, 2009

LEV L. DASSIN  
Acting United States Attorney for  
the Southern District of New York  
*Attorney for the United States*



David S. Jones  
Jeffrey S. Oestericher  
Matthew L. Schwartz  
Joseph N. Cordaro  
86 Chambers Street  
New York, New York 10007

SO ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2009

---

HON. ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE

**AGREED TO BY:**

Dated: New York, New York  
\_\_\_\_\_, 2009

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Dated: New York, New York  
June 23, 2009

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Dated: New York, New York  
\_\_\_\_\_, 2009

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**AGREED TO BY:**

Dated: New York, New York  
6/23, 2009

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Dated: New York, New York  
\_\_\_\_\_, 2009

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Dated: New York, New York  
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**AGREED TO BY:**

Dated: New York, New York  
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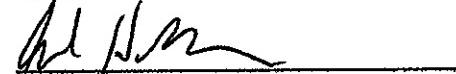
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Dated: New York, New York  
6/24, 2009

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Dated: New York, New York  
June 23, 2009

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- and -

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Philadelphia, Pennsylvania 19103

**Exhibit D**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** : **Chapter 11 Case No.**  
:  
**MOTORS LIQUIDATION COMPANY, et al.,** : **09-50026 (REG)**  
**f/k/a General Motors Corp., et al.** :  
:  
**Debtors.** : **(Jointly Administered)**  
:  
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**ORDER DENYING (I) MOTION OF RADHA R.M. NARUMANCHI TO GIVE ACCESS  
TO CERTAIN DOCUMENTS FILED UNDER SEAL AS WELL AS OTHER  
DOCKETED DOCUMENTS; AND (II) SUPPLEMENTAL MOTION  
OF RADHA R.M. NARUMANCHI TO GIVE ACCESS  
TO CERTAIN DOCUMENTS FILED UNDER SEAL IN ADDITION  
TO DEPOSITIONS OF CERTAIN INDIVIDUALS ALREADY REQUESTED**

Upon the motion, dated July 23, 2009 (the “**Initial Motion**”) and supplemental motion, dated August 5, 2009 (the “**Supplemental Motion**,” and together with the Initial Motion, the “**Motions**”) of Radha R.M. Narumanchi (“**Narumanchi**”), requesting access to certain documents filed under seal in connection with (i) Narumanchi’s appeal of this Court’s order authorizing and approving the sale of assets (the “**Sale**”) to NGMCO, Inc., a U.S. Treasury-sponsored purchaser (the “**Appeal**”), and (ii) the adversary proceeding styled *Radha Raman Murty Narumanchi v. General Motors Corporation, et al.*, Adv. No. 09-00501 (the “**Adversary Proceeding**”); and upon the joint objection (the “**Objection**”) of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the “**Debtors**”), the United States of America, Frederick A. Henderson and Kent Kresa (individual defendants in the Adversary Proceeding), and the Affidavit of Irwin H. Warren in support of the Objection; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motions are denied except to the limited extent otherwise provided herein; and it is further

ORDERED that the Objection is granted as provided herein; and it is further

ORDERED that Narumanchi shall only be allowed to access the Sealed Documents<sup>1</sup> if he executes and agrees to be bound by the Agreed Protective Order and the Government Confidentiality Orders; and it is further

ORDERED that Narumanchi shall not be permitted to utilize the Sealed Documents provided to him pursuant to this Order in order to respond to the Motions to Dismiss; and it is further

ORDERED that (i) the deadline for Narumanchi to file his response to the Motions to Dismiss is extended to September 30, 2009; (ii) the Debtors (and Messrs. Henderson and Kresa), the United States of America, and Wilmington Trust Company shall file their replies to Narumanchi's response not later than the thirtieth (30th) day after their receipt of Narumanchi's response; and (iii) the hearing to consider the Motions to Dismiss shall be adjourned to November \_\_, 2009; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
August \_\_, 2009

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United States Bankruptcy Judge

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<sup>1</sup> Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Objection.